

**DLA PIPER LLP (US)**

Richard A. Chesley  
R. Craig Martin  
Rachel Ehrlich Albanese  
Alana M. Friedberg  
1251 Avenue of the Americas  
New York, New York 10020-1104  
Telephone: (212) 335-4500

*Counsel to Transform Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**SEARS HOLDINGS CORPORATION, et al.,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**APPELLEE TRANSFORM HOLDCO LLC'S DESIGNATION OF  
ADDITIONAL DOCUMENTS TO BE INCLUDED IN THE RECORD ON APPELLANT  
MOAC MALL HOLDINGS LLC'S APPEAL OF THE BANKRUPTCY COURT'S  
ORDER (I) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF LEASE WITH  
MOAC MALL HOLDINGS LLC AND (II) GRANTING RELATED RELIEF**

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Transform Holdco LLC (“**Buyer**”), for itself and on behalf of its affiliate Transform Leaseco LLC, submits this designation of additional documents to be included in the record on MOAC Mall Holdings LLC’s (“**MOAC**”) appeal of the bankruptcy court’s *Order (I) Authorizing Assumption and Assignment of Lease With MOAC Mall Holdings LLC and (II) Granting Related Relief* (ECF No. 5074) entered on September 5, 2019, pursuant to Rule 8009(a)(2) of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Bankruptcy Rules for the Southern District of New York.

**DESIGNATION OF ADDITIONAL DOCUMENTS TO BE INCLUDED IN THE  
RECORD ON APPEAL<sup>2</sup>**

<b><u>ECF Number</u></b>	<b><u>Document Name</u></b>	<b><u>Date Filed</u></b>
118	Order Directing Joint Administration of Related Chapter 11 Cases	October 16, 2018
429	Debtors’ Motion for Approval of Global Bidding Procedures	November 1, 2018
776	Order Extending Time to Assume or Reject Unexpired Leases and Subleases of Nonresidential Real Property	November 16, 2018
816	Order Approving Global Bidding Procedures and Granting Related Relief	November 19, 2018
862	Notice of Filing of Global Bidding Procedures Process Letter	November 21, 2018
1079	Application of Debtors for Authority to Retain and Employ A&G Realty Partners, LLC as Real Estate Consultant and Advisor, Effective as of November 6, 2018	December 6, 2018
1438	Order Authorizing the Retention and Employment of A&G Realty Partners, LLC as the Debtors’ Real Estate Consultant and Advisor, Effective as of November 6, 2018	December 28, 2018

<sup>2</sup> All documents designated in the Designation of Additional Documents to Be Included in the Record on Appeal include all exhibits and submissions attached thereto.

Buyer reserves the right to (i) supplement the Designation of Additional Documents to Be Included in the Record on Appeal and (ii) adopt the designation of any documents designated by MOAC.

1730	Notice of Successful Bidder and Sale Hearing	January 18, 2019
2599	Notice of Filing Executed (I) Employee Lease Agreement, (II) Services Agreement, and (III) Amendment No. 1 to the Asset Purchase Agreement	February 14, 2019
3171	Notice of Amendment to Asset Purchase Agreement Extending Certain Deadlines	April 12, 2019
3823	Stipulation and Order By and Among Sellers, Buyer, and Landlord MOAC Mall Holding LLC (I) Extending Time Under 11 U.S.C. § 365(d)(4) for Lease of Nonresidential Real Property and (II) Setting Briefing Schedule	May 13, 2019
3880	Notice of Filing Second Amendment to the Asset Purchase Agreement	May 15, 2019
4354	Stipulation and Order By and Among Sellers, Buyer, and MOAC Mall Holdings LLC Extending Time Under 11 U.S.C. § 365(d)(4) for Lease of Nonresidential Real Property	June 25, 2019
4528	Order Granting Motion to Exceed Page Limit for Transform Holdco LLC's Reply to MOAC Mall Holdings LLC's Objections to Assumption and Assignment	July 12, 2019
4687	Stipulation and Order By and Among Sellers, Buyer, and MOAC Mall Holdings LLC Extending Time Under 11 U.S.C. § 365(d)(4) for Lease of Nonresidential Real Property	August 1, 2019

Dated: New York, NY  
October 10, 2019

**DLA PIPER LLP (US)**

/s/ R. Craig Martin  
Richard A. Chesley  
R. Craig Martin  
Rachel Ehrlich Albanese  
Alana M. Friedberg  
1251 Avenue of the Americas  
New York, NY 10020-1104  
Telephone: (212) 335-4500

*Counsel for the Buyer*